

F9500000/658

Division of Corporations

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Florida Department of State  
Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

PFG DISTRIBUTION COMPANY

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TALLAHASSEE, FLORIDA

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**PROFIT CORPORATION,  
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
(Pursuant to s. 607.1504, F.S.)**

**SECTION I  
(1-3 MUST BE COMPLETED)**

F95000001658

(Document number of corporation (if known))

- 1. PFG Distribution Company  
(Name of corporation as it appears on the records of the Department of State)
- 2. Delaware (Incorporated under laws of)
- 3. 04/05/1995 (Date authorized to do business in Florida)

**SECTION II  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 5, 2009

5. Phoenix Equity Planning Corporation  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

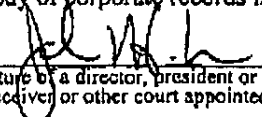
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John H. Beers  
(Typed or printed name of person signing)

Asst. Secretary  
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PFG DISTRIBUTION COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PHOENIX EQUITY PLANNING CORPORATION", THE THIRD DAY OF FEBRUARY, A.D. 2009, AT 10:43 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTH DAY OF FEBRUARY, A.D. 2009, AT 12:01 O'CLOCK A.M.

2469552 8320

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7127830

DATE: 02-10-09